

## **EXHIBIT C**

## **SUMMIT HEALTH** **CODE OF CONDUCT**

### **INTRODUCTION**

Summit Medical Group, PA; Summit Medical Group, PA dba Summit Health; City Medical of Upper East Side PLLC dba CityMD; City Medical of Upper East Side PLLC dba Summit Health; Summit Medical Group, PA dba New Jersey Urology; Westchester Medical Group, PLLC, and Westchester Urgent Care, PLLC (collectively, “Summit Health”) is committed to conducting its business lawfully and ethically. To assure that all Summit Health personnel, including our physicians and our clinical, technical, administrative and support personnel adhere to the highest standards of legal and ethical conduct, to assure uniformity in standards of conduct, and to ensure we continue working towards our organizational vision of building healthier, kinder communities, Summit Health has established this Code of Conduct as part of our Compliance Manual. In addition, Summit Health’s Board of Directors has appointed a Compliance Officer, who is responsible for overseeing Summit Health’s compliance activities. The name and contact information for the Compliance Officer will be provided to all personnel.

This Code of Conduct establishes the general policies and procedures with which all Summit Health personnel must comply, even if they are only indirectly involved in the regulated activity. These policies and procedures are applicable to our relationships with government authorities and with private companies and individuals. These policies and procedures cannot cover all situations. Any doubts whatsoever as to the propriety of a particular situation, whether or not the situation is described within this Code of Conduct, should be submitted to our Compliance Officer.

Promotion of and adherence to this Code of Conduct and to our Compliance Manual are criteria used in evaluating the performance of Summit Health personnel. Violations of any of these policies and procedures will be addressed as specified in the Compliance Manual. This Code of Conduct may be revised from time to time, as Summit Health deems appropriate. Any questions regarding this Code of Conduct or the Compliance Manual should be directed to the Compliance Officer.

**COMPLIANCE WITH THIS CODE OF CONDUCT IS A CONDITION OF ANY EMPLOYMENT OR OTHER ENGAGEMENT WITH SUMMIT HEALTH. THIS CODE OF CONDUCT IS NOT A CONTRACT OF EMPLOYMENT NOR IS IT INTENDED TO GIVE ANY EXPRESS OR IMPLIED RIGHTS OF CONTINUED EMPLOYMENT OR ENGAGEMENT BY SUMMIT HEALTH.**

## QUALITY OF CARE

Summit Health is committed to providing patients with the care and services necessary to attain and maintain the patient's physical, mental, and psychosocial wellbeing. Summit Health will continuously monitor its performance against recognized standards. Any concerns discovered by or brought to the attention of Summit Health will be addressed. Changes will be made to policies and procedures, if appropriate, and will be reflected in Summit Health's training and educational programs.

## ETHICAL AND LEGAL COMPLIANCE

### COMPLIANCE

Summit Health personnel are expected to engage in ethical and legal conduct at all times. Summit Health personnel must comply with applicable federal, state, and local laws, government health care reimbursement program requirements, and private reimbursement program requirements to which Summit Health is bound under lawfully executed contracts. Summit Health personnel must comply with this Code of Conduct, the Compliance Manual and other policies, procedures, and protocols adopted by Summit Health. To ensure compliance, all Summit Health personnel are expected to attend compliance education and training sessions designated for their areas of responsibility and job titles. At minimum, all employees must complete the Annual Compliance Training ("ACT") by the deadline set forth by Compliance and the Learning and Development department.

### REPORTING

Summit Health strongly encourages open communication and direct access to the Compliance Officer. If Summit Health personnel become aware of, or suspect, illegal or unethical conduct or a violation of this Code of Conduct, the Compliance

Manual or other compliance policies and procedures, they must report it immediately to their immediate supervisor, manager, Human Resources, and/or Summit Health's Compliance Officer. Summit Health takes all reports of non-compliance seriously, and all reports made in good faith may be made without fear of retribution, retaliation, or intimidation. Summit Health will make efforts to maintain the confidentiality of any individual reporting misconduct; however,

#### Summit Health Compliance Officer

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confidentiality cannot be guaranteed as requirements of applicable law and the circumstances associated with the misconduct may require or result in disclosure.

Reports may be made to the Compliance Officer in person, through our Compliance Hotline (online and telephone), by email, or anonymously by placing a typed letter in a sealed envelope addressed to the Compliance Office. The reporter is encouraged to provide as much information as possible to assist in the investigation of with the issue at hand. Contact information is as follows:

Company	Hotline Website	Hotline Number	Compliance Dept
Summit	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
CityMD	<a href="http://www.lighthouse-service.com">www.lighthouse-service.com</a>	1-833-862-6675	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-731-5685
WestMed	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
NJU	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686

It is Summit Health's policy that no personnel will be disciplined for reporting what is reasonably believed to be an act of wrongdoing or a violation of law, this Code of Conduct, or the Compliance Manual. However, personnel may be subject to disciplinary action if it is reasonably determined that the report of wrongdoing was knowingly fabricated, distorted, exaggerated, or minimized to either injure someone else or to protect others. An employee whose report of potential misconduct contains admissions of personal wrongdoing, will not be guaranteed protection from potential disciplinary action. The fact of an admission, however, as opposed to deliberate non-reporting, will be taken into consideration in connection with making a disciplinary decision, and depending on all the relevant circumstances, may result in a lesser disciplinary action than would result in the event of non-reporting.

While all Summit Health personnel are expected to comply with this Code of Conduct, those in a leadership position, such as those in management or other positions of authority, are expected to serve as role models. Such Summit Health personnel are expected to ensure that those under their direction have the required information and guidance to comply with applicable laws, regulations, and policies, and to resolve ethical dilemmas. Such Summit Health personnel must strive to promote an appropriate standard of ethical and legal performance.

## **INVESTIGATIONS**

It is the responsibility of the Compliance Officer to ensure that each report of potential violations, in whatever format, is appropriately documented and promptly investigated. It is the responsibility of the Compliance Officer to ensure that an objective and an informed version of the facts are uncovered during the investigation, and that each matter investigated is brought to a satisfactory conclusion. The Compliance Officer will keep Summit Health's Board of Directors informed of the reports received and the investigations conducted. If the compliance matter potentially involves the Compliance Officer in any way, other members of the Summit Health Corporate Compliance Committee will be responsible for ensuring the prompt investigation and satisfactory conclusion of the matter. Summit Health personnel are expected to cooperate fully in the investigative process.

## **CORRECTIVE ACTION**

Summit Health does not promote or condone unethical conduct or criminal activity in any context. Summit Health recognizes, however, that the laws, regulation, rules, and policies applicable to Summit Health personnel are complex and often subject to interpretation. Summit Health also understands that mistakes may occur. Accordingly, the Compliance Officer, with the assistance and support of Summit Health's Corporate Compliance Committee, is charged with the obligation to assess all relevant facts and circumstances surrounding reported misconduct and to recommend appropriate corrective actions. Such corrective actions may include further training and education, amendment or clarification of policies and procedures, and the creation of new policies and procedures. Corrective actions may also include, as deemed necessary or appropriate under the circumstances, disciplinary actions in respect to the individual(s) involved in the misconduct, including termination and, if appropriate, referral to government authorities for further action. Summit Health personnel are expected to cooperate fully with all corrective actions adopted by Summit Health.

## **WORKPLACE CONDUCT**

### **USE OF COMPANY PROPERTY**

As a rule, personnel are expected to use Summit Health's assets, including time, materials, supplies, equipment, information, and other resources in a prudent and effective manner for business related purposes only. The use of Summit Health assets for community or charitable purposes, or for personal uses, must be approved in advance by supervising Summit Health personnel. Any use of Summit Health assets for personal financial gain unrelated to Summit Health business is prohibited.

## **GIVING COURTESIES TO PATIENTS OR REFERRAL SOURCES**

Summit Health does not seek to gain an improper advantage by offering business courtesies such as entertainment, meals, transportation, free services or lodging to patients, referral sources or purchasers of our services. Summit Health personnel should never offer any type of business courtesy to a referral source or a patient for the purpose of obtaining favorable treatment or advantage. To avoid even the appearance of impropriety, Summit Health personnel must not provide gifts or promotional items of more than nominal value to any referral source or patient.

Summit Health may, from time to time, adopt policies concerning professional courtesies for shareholders, employees, and contractors of Summit Health, as well as other individuals. It is imperative that any such policy be carefully applied because the policy and the actual courtesies extended must comply with federal and state law regulations. Currently, no such policy applies or can apply to beneficiaries of any federal health care benefit program, such as Medicare and Medicaid, unless there has been a good faith showing of financial need. Any employee who may have a concern or question concerning such policies should contact the Compliance Officer.

## **AVOIDING ABUSES OF TRUST**

### **CONFLICTS OF INTERESTS and DISCLOSURE**

All Summit Health personnel are expected to avoid engaging in any activity that might interfere or appear to interfere with the independent exercise of professional judgment, such as when a staff member's personal interests conflicts with the best interests of Summit Health, its patients, or its business partners.

A conflict of interest may arise if personal interests or outside activities influence, or appear to influence, the ability to make objective decisions related to job responsibilities. Summit Health personnel with decision making authority, including management, shareholders, physicians, managers, and supervisors must disclose actual and potential conflicts of interest to the Compliance Officer, who will bring such disclosures to the Board of Directors. Failure to disclose a conflict of interest may lead to disciplinary action, up to and including termination. All actual and potential conflicts will be reviewed, and appropriate actions taken.

### **GIFTS FROM PATIENTS**

Patients and their families may occasionally wish to make gifts to Summit Health personnel as a token of appreciation. By accepting such gifts, however, Summit Health personnel may give rise to expectations of favored status or preferential treatment, may give the impression that the organization favors a patient, or that the organization is taking advantage of a patient. Accordingly, Summit Health personnel must consider the circumstances before accepting any gift and must consult with the Compliance Officer or the officer's designee before accepting any gift

that could be considered extraordinary or otherwise unreasonable under the circumstances. Summit Health personnel may not accept any gift offered in exchange for any type of favorable treatment or advantage, any gift that may have been solicited or encouraged, any monetary gift, or any gift that is extraordinary or otherwise unreasonable under the circumstances. Summit Health may, from time to time, adopt policies and procedures concerning gifts from patients, or rule on any specific gift of which it becomes aware.

## **BUSINESS COURTESIES**

Summit Health personnel may not accept anything of value from someone doing business with Summit Health if the business courtesy is offered or appears to be offered in exchange for any type of favorable treatment or advantage. To avoid even the appearance of impropriety, Summit Health personnel are not to accept any gifts or promotional items of more than nominal value without the express approval of the Compliance Officer. Gifts received that are valued in excess of \$10 per item or \$50 in the annual aggregate must be reported to the Compliance Officer.

Business courtesies may not be solicited under any circumstances. No business courtesies, not even gifts of nominal value, may be accepted from or offered to anyone in exchange for or to influence the referral of patients or other reimbursable business from or to Summit Health. All business dealings must be the result of usual and proper business considerations. Business dealings must never be the result of undue influence exerted by, or special favors bestowed by, vendors or potential vendors. Summit Health personnel must never give to or receive from any vendor or potential vendor any bribe, kickback, or other unusual payment. Federal and state laws and regulations specifically prohibit the offer or acceptance of a bribe, kickback, or other thing of value in exchange for or to induce a referral or other business.

## **BUSINESS PRACTICES**

### **RELATIONSHIPS WITH VENDORS**

Summit Health will manage its vendor relationships in a fair and reasonable manner, consistent with all applicable laws and regulations. Summit Health's selection of vendors will be based on objective criteria including quality, technical excellence, price, delivery, adherence to schedules, service, and maintenance. Selection will not be based exclusively on personal relationships and friendships. Summit Health expects its personnel to maintain ethical conduct when engaging in business practices such as source selection, negotiation, determination of contract awards, and administration of purchasing activities.

### **GOVERNMENT CUSTOMERS**

Summit Health, on a regular basis, is a party to numerous contracts and subcontracts with various government agencies. Examples are provider contracts wherein Summit Health supplies

services to or on behalf of the Medicare program. It is essential that all Summit Health personnel are knowledgeable of, and comply with, all applicable laws, rules, and regulations of all such government agencies. Billing personnel must also comply with Summit Health's policies and procedures regarding billing and reimbursement. Any personnel who may have a concern or question concerning compliance with any government contract or subcontract should report the concern to the Compliance Officer.

### **KICKBACKS AND OTHER INDUCEMENTS**

Summit Health personnel shall not solicit, offer, receive, or pay any financial inducement, gift, payoff, kickback, or bribe to induce, influence or reward favorable decisions of any government personnel or representative, any customer, contractor, or vendor in a commercial transaction, or any person in a position to benefit Summit Health or its' personnel in any way. Summit Health personnel are prohibited from engaging in any such unlawful business practices, either directly or indirectly. Summit Health personnel shall not make or offer payment or provide any other thing of value to another person with the understanding or intention that such payment or other thing of value is to be used for an unlawful purpose.

### **BILLING AND FINANCIAL REPORTING**

Summit Health is committed to ensuring that our billing and reimbursement practices comply with all federal and state laws, regulations, guidelines, and policies, and that all bills and claims are accurate and reflect current payment methodologies. Summit Health is committed to ensuring that all patients receive timely bills and that all questions regarding billing are answered. Summit Health personnel must use their best efforts to prevent, and if appropriate, to report errors, improprieties, or suspicious circumstances in billing that could violate applicable laws, regulations, or any of Summit Health's policies or procedures.

Summit Health personnel shall be honest and accurate in coding for services rendered, filing claims for reimbursement, seeking payment for services rendered and maintaining financial records. Summit Health personnel shall not submit false, fraudulent, or misleading bills or claims to any patient, any government entity or third party payor (including bills or claims for services not provided or that characterize the service differently from the actual service, or that do not otherwise comply with applicable program or contractual requirements), or make false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.

Summit Health does not knowingly contract with, employ, or bill for services rendered by an individual or entity that is excluded or ineligible to participate in federal or state healthcare programs, or that is suspended or debarred from federal or state government contracts, or that has been convicted of a criminal offense related to the provision of healthcare items or services and has not been reinstated in a federal or state healthcare program after a period of exclusion, suspension, debarment, or ineligibility. Summit Health personnel shall



immediately report to the Compliance Officer any information they may possess concerning the exclusion, suspension, debarment, or other ineligibility of other Summit Health personnel or other individuals or entities with which Summit Health has or is considering a business relationship.

## **MARKETING AND ADVERTISING**

Summit Health may engage in marketing and advertising activities to educate the public, increase awareness regarding services, and to recruit staff. Summit Health will present only truthful, non-deceptive information in marketing materials. Summit Health personnel shall be honest in communications with patients and their families, attorneys, auditors, and with all those with whom Summit Health does business. Summit Health personnel shall not make any misleading statements about our services or products or those of its competitors.

## **MEDICAL RECORDS & BUSINESS INFORMATION**

### **CONFIDENTIALITY AND PRIVACY**

Confidential information includes, but is not limited to, medical records, patient lists, clinical information, pricing and cost data, other financial data, research data, strategic plans, business methods, marketing strategies, employee lists and data, supplier and subcontractor information, and computer software and the like. Summit Health personnel may access confidential information, including information concerning patients, but only as necessary to conduct job related activities. Summit Health personnel are expected to keep all such information confidential. Summit Health personnel shall abide by all policies and procedures concerning confidential information and all applicable laws and regulations regulating the privacy and security of such information, including but not limited to the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and the Health Information Technology for Economic and Clinical Health Act of 2009 ("HITECH").

## **MAINTENANCE**

Summit Health personnel shall ensure the integrity and accuracy of Summit Health's documents and records. Medical records and business information will be created, maintained, retained, and destroyed only in accordance with applicable laws and regulations and Summit Health's policies and procedures.

## ACKNOWLEDGMENT PROCESS

Summit Health personnel are expected to read and comply with this Code of Conduct. All employees are expected to seek answers to their questions about any of the provisions of this Code of Conduct so that their compliance may be assured. Questions concerning this Code of Conduct should be directed to the Compliance Officer.

# **SUMMIT HEALTH**

## **COMPLIANCE MANUAL**

Summit Medical Group, PA; Summit Health Medical Group, PA dba Summit Health; City Medical of Upper East Side PLLC, dba CityMD; City Medical of Upper East Side, PLLC dba Summit Health; Summit Medical Group, PA dba New Jersey Urology, Westchester Medical Group PLLC and Westchester Urgent Care, PLLC (collectively, “Summit Health”) have developed this Compliance Manual as a resource to provide an overview of our Compliance Program. This Compliance Manual is not intended to fully describe all the laws that apply to Summit Health’s personnel. This Compliance Manual should be read together with Summit Health’s Code of Conduct, as well as all of Summit Health’s Compliance Policies and Procedures. Even the most carefully constructed compliance program cannot cover every situation that personnel may face. If you are unsure of the proper course of conduct in a specific situation or believe Summit Health’s compliance program may have been violated, then

Company	Hotline Website	Hotline Number	Compliance Dept
Summit	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
CityMD	<a href="http://www.lighthouse-service.com">www.lighthouse-service.com</a>	1-833-862-6675	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-731-5685
WestMed	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
NJU	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686

you are encouraged to contact and report the concern to the Compliance Department.

Summit Health’s Compliance Program has been approved by the Compliance Committee and the Board of Directors of Summit Health and is a statement of Summit Health’s expectations for all employees (including physicians, clinical, technical, administrative, and support personnel) regarding ethical conduct and compliance with all applicable laws.

### **A. PATIENT CARE AND VISION**

Summit Health is committed to its organizational vision of building healthier, kinder communities. To carry out this vision, we provide high-quality care to all our patients including:

- An ever-advancing system of open access to all practitioners and ancillary services;
- Evolving state-of-the-art facilities with a full range of ancillary services, operational efficiencies, and community outreach that is in step with current and future advances;
- The highest level of safe, quality care that continuously improves clinical outcomes;

- Easy access to pertinent information for physicians, staff, and patients; and
- To continue to be recognized as one of the nation's leading medical groups.

## **B. COMMITMENT TO COMPLIANCE**

Summit Health is firmly committed to compliance with all applicable federal, state, and local laws and regulations. This principle applies to every Summit Health employee and, where applicable, their immediate family members. Employees of Summit Health are expected to meet the highest standards of ethical and legal conduct. This includes consistently and fully complying with all laws and regulations pertaining to the delivery of, and billing for, medical services provided at Summit Health. Summit Health personnel are required to know, understand, and follow all policies and procedures that apply to their work, and to seek clarification from their supervisor or Summit Health's Compliance Officer if they have any questions. Failure to observe the provisions of this Compliance Program and Summit Health's policies and procedures may result in serious consequences for employees, including termination of employment.

## **C. CODE OF CONDUCT**

Summit Health has developed a *Code of Conduct* that is designed to deter wrongful behaviors and to promote honest and ethical conduct. The *Code of Conduct* details the principles, values, and framework for compliance within Summit Health and provides guidance to personnel to ensure compliance with all applicable federal, state, and local laws and regulations. Summit Health personnel shall report violations of law or of company policies to the appropriate persons. The *Code of Conduct* is available on the intranet or SharePoint. Personnel may also obtain the *Code of Conduct* from Human Resources and/or the Corporate Compliance & Privacy Department.

## **D. LEADERSHIP RESPONSIBILITIES**

Summit Health expects its leaders to serve as a role model for all personnel. Summit Health's leadership team helps to create a culture that promotes the highest standards of ethics and compliance. Summit Health's culture encourages all personnel to share concerns when they arise, without fear of retaliation or intimidation. We will never sacrifice ethical and compliance behavior for business or financial objectives.

## **E. COMPLIANCE PROGRAM BASICS**

Summit Health will maintain and keep current its Compliance Program Manual. The Compliance Program Manual shall be provided to all employees at new employee orientation. Upon initial receipt of the Compliance Program Manual, each Summit Health employee shall read the Compliance Program Manual and sign an acknowledgment that it has been read and understood. Updates or changes in the Compliance Program Manual shall be posted on the intranet, with a notification posted by the Compliance Officer of any such updates or changes.

In addition, all Summit Health employees shall have training related to the Compliance Program annually, shall acknowledge completion of the training and acknowledge understanding of the Compliance Program. The acknowledgments shall be maintained by Summit Health.

Summit Health's Compliance Program contains the following:

1. Designation of Summit Health's Compliance Officer and Compliance Committee(s),
2. Development of written Compliance Policies and Procedures and the *Summit Health Code of Conduct*, which contains the written standards of conduct,
3. Open lines of communication, including a Compliance Hotline that permits anonymous reporting without fear of retaliation or intimidation,
4. Appropriate training and education,
5. Monitoring, reviewing, and auditing activities,
6. Enforcement of disciplinary standards, and
7. Response to detected deficiencies.

The Compliance Officer, in conjunction with the Compliance Committee which reports to the Board of Directors, is responsible for ensuring the policies and procedures are developed and maintained in accordance with this Compliance Program.

## **II. COMPLIANCE OFFICER AND COMPLIANCE COMMITTEES**

### **A. COMPLIANCE OFFICER**

Summit Health has designated a Compliance Officer who is responsible for overall implementation and operation of the Compliance Program. The Compliance Officer is responsible for ensuring:

1. Standards and manuals are established, reviewed, and updated as necessary;
2. Employee and vendor screening mechanisms are in place and are operating properly;
3. Employees are receiving adequate education and training that focuses on the components of the Compliance Program on a regular basis and that such education and training is documented;
4. Monitoring and auditing procedures are implemented from time to time in accordance with audit policies adopted by Summit Health;
5. Effective lines of communication for reporting violations and clarifying policies are established and maintained;
6. The Compliance Program is implemented, distributed, and updated as necessary in light of changes in the needs of the practice or changes in the law, standards, and procedures of the government and private payor health plans;
7. Employee complaints and other concerns regarding compliance are promptly investigated and documented; and
8. Adequate steps are taken to promptly correct any identified problems and prevent and monitor for the reoccurrence of such problems.

**Summit Health's Compliance Officer**

**MICHELLE O'NEILL**

SVP, CORPORATE COMPLIANCE & PRIVACY

121 CHANLON RD. NEW PROVIDENCE, NJ 07974

EMAIL: [MONEILL@SUMMITHEALTH.COM](mailto:MONEILL@SUMMITHEALTH.COM)

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**B. COMPLIANCE COMMITTEES**

The Board of Directors approved the formation of two (2) Compliance Committees:

- (1) Corporate Compliance Committee, and
- (2) Coding Compliance Committee.

These committees support the Compliance Officer and provide oversight of the implementation and operation of the Compliance Program.

**C. REPORT TO BOARD OF DIRECTORS**

The Compliance Officer shall report at least twice a year to the Summit Health Board of Directors on the status of compliance within Summit Health. This report shall include the results of any recommendations resulting from the monitoring and audit work plans conducted during the prior year and any other information requested by the Summit Health Board of Directors. In addition, the Compliance Officer shall report to the Board of Directors any significant compliance matters that may be identified by the Compliance Officer from time to time.

**III. REPORTING AND RESPONSES TO REPORTS**

**A. REPORTING**

Summit Health strongly encourages open communication and direct access to the Compliance Officer for all employees, without fear of retaliation or intimidation. If there are any questions or concerns regarding compliance or any aspect of the Compliance Program, personnel should seek clarification from their supervisor, a member of senior management, and/or the Summit Health Compliance Officer.

Reports may be made to the Compliance Officer in person, through our Compliance Hotline (online and telephone), by email, or anonymously by placing a typed letter in a sealed envelope addressed to the Compliance Office. All requests for anonymity or confidentiality when reporting an issue on the hotline or to a supervisor, or the Compliance Officer, shall be respected to the

extent possible under the circumstances and in the best judgment of Summit Health's Compliance Officer, consistent with its obligations to investigate personnel concerns and take necessary corrective action. The reporter is encouraged to provide as much information as possible to assist with the issue at hand. Contact information is as follows:

Company	Hotline Website	Hotline Number	Compliance Dept
Summit	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
CityMD	<a href="http://www.lighthouse-service.com">www.lighthouse-service.com</a>	1-833-862-6675	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-731-5685
WestMed	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686
NJU	<a href="http://www.hotline-services.com">www.hotline-services.com</a>	1-855-252-7606	<a href="mailto:compliance@summithealth.com">compliance@summithealth.com</a> 1-908-277-8686

The following is the procedure for reporting and investigating potential compliance issues:

1. If Summit Health personnel become aware of or suspect illegal or unethical conduct or a violation of Summit Health policies and procedures, they must report it immediately to their immediate supervisor, manager, Human Resources, and/or Summit Health's Compliance Officer.
2. Self-reporting is encouraged. Summit Health personnel who self-report their own wrongdoing or violation of law will be given due consideration in potential mitigation of any disciplinary action that may be taken.
3. Once a report is received, an investigation into the allegations will be conducted to determine the nature, scope, and duration of the wrongful action. Summit Health investigates all non-frivolous claims of wrongdoing. If the allegations are substantiated, a corrective action plan will be developed.
4. Retaliation or intimidation in any form against anyone who makes a good faith report of wrongdoing or cooperates in an investigation is strictly prohibited. If an individual believes that he or she have been retaliated against, he or she should report it immediately, using the procedure referenced in this manual.

Summit Health's commitment to compliance depends on all personnel. Any employee who has a good faith belief or concern that the Compliance Program or applicable laws may have been violated by Summit Health or any of its personnel has an obligation to promptly report such belief or concern either orally or in writing as set forth above.

## **B. SUPERVISORS RECEIVING COMPLAINTS**

Supervisors receiving a complaint that raises a potential compliance issue shall promptly report the complaint to Summit Health's Compliance Officer. Complaints that do not raise a potential compliance issue will be referred to the appropriate department (e.g., risk management, human resources, facilities). Supervisors will not take any retaliatory or intimidating action against personnel who report complaints in good faith and/or cooperate in an investigation. Only where it has been clearly determined that someone has made a report of wrongdoing maliciously, frivolously, or in bad faith will disciplinary action be considered.

## **C. PERIOIC REVIEW OF REPORTING**

The Compliance Officer shall periodically assess the effectiveness of the reporting mechanism and make improvements as necessary. The Compliance Officer shall address all matters reported in an effective and timely manner to reinforce the importance of compliance to those reporting and to identify and correct any compliance issues identified with appropriate discipline, education, training, revision of policies, or as otherwise indicated. The Compliance Officer shall maintain appropriate records of the disposition of all confidential reporting. The Compliance Officer shall include in the report to Summit Health's Board of Directors appropriate comment on the effectiveness of the confidential reporting system and resolution of compliance issues raised.

## **IV. COMPLIANCE POLICIES AND PROCEDURES**

Summit Health has adopted policies and procedures, including those discussed below, to ensure compliance with applicable state, federal, and local laws and regulations. These policies and procedures are available to you on the intranet or SharePoint. Summit Health's employees are required to maintain familiarity with these policies and procedures and should regularly review them carefully. If you have any questions regarding Summit Health's policies and procedures or the fraud and abuse laws and regulations, you should contact your supervisor or the Compliance Officer.

The Compliance Officer shall regularly review the administrative and clinical policies and procedures of Summit Health to ensure that such policies meet the needs of Summit Health with respect to compliance, making revisions and additions for approval by the Summit Health Board of Directors, as appropriate.

## **A. MEDICAL RECORDS/RECORDS RETENTION**

Summit Health strives to ensure that all medical records are accurate, provide information that documents treatment and medical services provided, and supports the claim submitted. Falsifying medical records, financial documents, or other business records of Summit Health will not be tolerated. In addition, the confidentiality of all medical records shall be maintained in accordance



with state and federal privacy laws including HIPAA and HITECH.

Summit Health has adopted a record retention policy that addresses the length of time clinical and business records will be retained and the security and disposition of those records. The Compliance Officer shall ensure that the maintenance of such records complies with all applicable privacy and confidentiality laws and regulations.

## **B. TRAINING AND EDUCATION**

The Compliance Officer shall ensure that all employees receive initial and continuing education and training on compliance issues directed to the specific job duties of individual employees or groups. Training will be conducted in cooperation with those responsible for training such persons, and in cooperation with Human Resources with respect to enforcement of such requirements through the evaluation and compensation policies administered by Human Resources.

The Compliance Officer shall orient and regularly educate the Summit Health Board of Director members regarding their fiduciary duties with respect to effective oversight of compliance matters and the operation of the Compliance Program. The Compliance Officer shall strive in the course of education and training activities, and in the conduct of the Compliance Program, to create and maintain a culture of compliance at Summit Health. All Summit Health personnel shall be trained to be committed to the goal of preserving the integrity and reputation of the organization through proactive and vigorous commitment to knowledge of and compliance with all applicable requirements, and the identification and resolution of compliance questions as they arise, with the encouragement and support of management.

## **C. MONITORING AND AUDITING**

Summit Health personnel are expected to fully cooperate with all authorized auditing and monitoring activities. Summit Health's Compliance Officer shall ensure that an annual audit work plan is created by the Corporate Compliance Committee and the Coding Compliance Committee. The Compliance Officer shall initiate compliance audits annually and more often as needed, to identify problems deemed high-risk for compliance and to address other compliance issues. Reports are prepared by Summit Health's Compliance Officer and are presented to the Board of Directors annually.

## **D. MARKETING**

Summit Health's marketing shall be honest, informative, and non-deceptive. Summit Health shall strive to ensure that physicians and patients fully understand: (1) the services offered by Summit Health; (2) specific procedures that are provided; and (3) the costs to the individual and the payor for the procedures that are ordered. All Summit Health marketing materials should be clear, correct, informative, and non-deceptive.

## **E. EMPLOYEE /VENDOR SCREENING**

Summit Health does not do business with, hire, or bill for services rendered by individuals or entities that are excluded or ineligible to participate in federal healthcare programs. Summit Health's Human Resource Department is responsible for screening prospective employees and maintaining a record of this information. Thereafter, Summit Health will make reasonable inquiry on a regular basis into the background of physicians, employees, billing agents, consultants, and vendors whose job functions or activities may impact: (1) the process of developing and submitting claims to payors; (2) Summit Health's relationship with other physicians; or (3) referral patterns between providers. Such screening shall include, without limitation, checking the HHS-OIG's List of Excluded Individuals/Entities and the General Service Administration's List of Parties Debarred from Federal Programs.

## **V. HEALTHCARE LAWS, REGULATIONS, AND REQUIREMENTS**

This Compliance Manual includes an overview of some of the key federal laws and regulations that apply to Summit Health. It is not intended to be a complete discussion of these laws and regulations. Summit Health expects its personnel to comply with all applicable federal, state, and local laws and regulations. Failure to abide by applicable law is taken very seriously by Summit Health and can lead to serious disciplinary action, up to and including immediate termination.

### **A. IMPROPER INDUCEMENT/KICKBACKS, SELF-REFERRAL, AND FALSE CLAIMS**

Summit Health and its personnel shall abide by all fraud and abuse laws and regulations and will avoid situations or conduct that involves or consists of actual or potential fraud and abuse in our internal operations. The term "fraud and abuse," as it applies to Summit Health personnel, encompasses various laws that generally prohibit: (1) the use of *kickbacks* or any financial inducements or other payments in exchange for referrals of patients to or from Summit Health; (2) the submission of *false claims* to the Medicare/Medicaid programs or any patient or third-party payor; and (3) the making or acceptance of *referrals* for services by or from a physician who has a financial interest in the entity performing the service.

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#### **1. THE ANTI-KICKBACK LAW**

Summit Health does not pay (or offer to pay) for referrals of patients and does not solicit or accept any such payment from others. Such remuneration may include, but is not limited to, gifts, gratuities, certain cost-sharing waivers, and other things of value. Summit Health will not make payments or provide non-cash benefits (e.g., sublease) to any physician or health professional providing services without a written contract which has been approved through the corporate/legal approval process. Summit Health shall ensure that all reports or other information required to be provided to any federal, state, or local government agency shall be filed on time,

accurately, and in conformance with the applicable laws and regulations governing such report or information.

Summit Health shall not offer or give anything of monetary value, including gifts, gratuities, favors, entertainment, or loans to an employee or representative of a government agency, with which Summit Health has or is seeking to obtain contractual or other business or financial relationship or that regulates any Summit Health activities or operations. Summit Health shall not offer any remuneration to a federal health plan beneficiary that it knows or should know is likely to influence that beneficiary's selection of a particular provider, practitioner, or supplier of Medicare or Medicaid payable items or services.

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## **2. SELF-REFERRAL PROHIBITIONS (THE "STARK LAW")**

Federal and state laws make it unlawful to pay any individual based on the value or volume of referral of patients. The physician self-referral laws (the "Stark" law) forbids referrals between physicians and health care entities which have certain prohibited financial relationships. Under the Stark law, a physician cannot refer patients to entities furnishing "designated health services" which are payable under Medicare or Medicaid, if the physician or his or her immediate family member has a financial interest in that entity. A prohibited financial relationship includes both an ownership or investment interest and any compensation arrangement.

In compliance with the laws, all contracts, leases, and other financial relationships with other providers who have a referral relationship with Summit Health will be based on fair market value of the service or items being provided or exchanged, and not on based on the volume or value of referrals of Medicare or Medicaid business between the parties. All agreements related to the purchase of goods and/or services with physicians, physician groups, any entity owned or operated by physicians and/or any other existing healthcare referral sources shall be in accordance with legal statutory and regulatory requirements, as well as with Summit Health policies and procedures.

- A. Summit Health shall not submit, or cause to be submitted, a bill or claim for reimbursement for services provided pursuant to a prohibited referral.
- B. All agreements between Summit Health and physicians (including immediate family members of physicians) or other referral sources must be submitted in accordance with Summit Health contracting process and will be prepared, reviewed, and approved by Summit Health's Legal Services Department to assure compliance with federal and state laws.
- C. All agreements where monies are being exchanged between Summit Health and a physician or other referral source must, at a minimum, be based upon fair market value and shall be commercially reasonable. They must not consider the value or volume of referrals to any Summit Health physician.

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## **3. FALSE CLAIMS**

Summit Health intends to fully comply with the Federal False Claims Act (FCA) and all similar

state laws and regulations. These laws strictly prohibit any individual from knowingly making or submitting any false statement or representation of material fact or knowingly submit a false or fraudulent claim for payment to the federal government or a third-party payor. If an overpayment from Medicare, Medicaid, or any other federal healthcare program (whether or not arising from a violation of law) is identified, it will be reported and returned to the appropriate government agency, carrier, or contractor within sixty (60) days of the date on which the overpayment is identified. Retaining an overpayment for more than sixty (60) days after the overpayment is (or should have been) identified is considered a false claim.

## **B. CODING, DOCUMENTATION, and BILLING REQUIREMENTS**

All persons involved in providing services, registration, coding, documentation, billing, or any other aspect of the preparation and submission of claims for payment for healthcare services rendered by Summit Health shall receive all required compliance training, as well as the training and orientation specified for each position as determined by the Compliance Officer together with the applicable senior manager responsible for such position.

Such training shall be sufficient to ensure that all identified persons are fully informed regarding the requirements of federal, state, and private healthcare payment programs, and other applicable requirements, including, without limitation, those regarding:

- proper coding,
- billing for items or services not rendered,
- double billing resulting in duplicate payment,
- billing for non-covered services as if covered,
- misusing provider identification numbers which result in improper billing,
- areas of insufficient documentation for services reported,
- medical necessity,
- coverage conditions and limitations,
- proper use of coding modifiers,
- clustering,
- bundling and related situational billing limitations,
- upcoding or under coding the level of service provided, and
- inappropriate ownership of documentation for services rendered.

The Compliance Officer, together with the Manager of the Coding Compliance Department, shall ensure that there are in place at all times regular and effective processes for assessing the performance of all persons identified above and their compliance with such requirements, and a regular and effective process for informing them of applicable changes in such requirements, or the interpretation of such requirements on a timely basis. Such processes shall include regular communications with payors, review of payor guidance, and participation in payor-sponsored training where available and to the extent feasible.

***Summit Health providers shall ensure that each patient's medical record contains sufficient and accurate documentation to support the services rendered and charges billed.***

To ensure that Summit Health's documentation meets required standards, the Compliance Officer, in conjunction with the Coding Compliance Department, shall monitor and/or educate Summit Health physicians and other clinical personnel on the use and potential misuse of Electronic Health Records ("EHR"). Such coding compliance training and education shall address the risks of "cloning" information. Specifically, Summit Health physicians and other clinical personnel will be instructed that information must never be cut and pasted from another source location and that copying and pasting may only be performed pursuant to the Coding Compliance Department policies and procedures governing same.

***Summit Health providers shall only bill for services performed***

If Summit Health did not perform a service, the service should not be coded as though provided and there should not be a claim submitted to the patient and/or the payor. Any handling charge for incomplete services should be clearly identified when submitting a claim.

***All coding shall accurately describe the services performed.***

Summit Health personnel must ensure that Current Procedural Terminology ("CPT") or Healthcare Common Procedure Coding System codes, accurately describe the services that the physician ordered, and that Summit Health performed along with the appropriate diagnosis code ("ICD10"), and that the services are documented in accordance with all applicable federal, state, and payor requirements.

Where the Center for Medicare & Medicaid Services ("CMS") requirements and/or any billing and coding guidelines require that certain procedures be billed in an aggregate manner, you need to ensure that only one code is used for all services included in the aggregate bundle of services. You should not bill separate elements of procedures which are aggregated unless only one such element is performed. Where necessary, employees should consult a Summit Health coding expert with the necessary medical and technical expertise to review the code prior to submission of a claim.

### **C. COINSURANCE, DEDUCTIBLES, AND DISCOUNTS**

Summit Health shall ensure that all legal and contractual requirements applicable to both governmental and private payors regarding the collection of deductibles and co-payments are met and that appropriate procedures are in place to assure full compliance with these policies.

The Compliance Officer shall review and approve requests for waivers to ensure compliance with all applicable requirements and Summit Health procedures, and periodically monitor any such waivers to ensure that such approval has been obtained where required. The Compliance Officer shall review and approve procedures for the uniform application of financial guidelines in the discounting of charges, and for any policy of discounts for all uninsured patients approved by Summit Health leadership.

Summit Health may offer different prices to different patients in appropriate circumstances. Discounts also may be offered to managed care plans. Discounts may appropriately reflect competitive factors such as the pricing offered by other practices. Discounts may not, however, be based on the volume of Medicare or Medicaid business obtained.

#### **D. QUALITY OF PATIENT CARE/MEDICAL NECESSITY**

Summit Health is committed to providing high quality care to patients and will not tolerate the provision of substandard or unnecessary care. Summit Health must satisfy the Medicare conditions of participation that apply to Summit Health. The Office of Inspector General (“OIG”) is authorized to exclude healthcare providers from participation in federal healthcare programs that provide unnecessary or substandard items or services provided to any patient. Government authorities are increasingly focused on the issue of substandard care and have brought enforcement actions ranging from administrative remedies to sanctions, which could include monetary penalties and exclusion from the government programs.

Training, orientation, and performance monitoring and assessment of all employees involved in providing services and in the claims and registration functions shall be compliant with the requirement that all services provided be medically necessary. This shall include billing for services only where all applicable requirements regarding the documentation of medical necessity for services provided have been satisfied, including documentation of the identity of the ordering provider where applicable, the review of the order for appropriate indications where required, and appropriate monitoring of orders for patterns or volume indicating questionable practices.

***Summit Health personnel shall assure that all services for which bills are issued are medically necessary.***

Personnel should take reasonable steps to assure that services for which bills are issued are medically necessary for the diagnosis and have been performed by a member or employee of Summit Health. You should make a good faith effort to obtain clinical information on the medical necessity of services (i.e., the signs, symptom, disease, or other condition). Failure to obtain clinical necessity information, after a good faith effort, should be carefully documented.

#### **E. PRIVACY AND SECURITY OF PATIENT HEALTH INFORMATION**

Patient health information is protected under both state and federal privacy laws. Federal law refers to this information as “protected health information” or PHI and is governed by the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”), the Health Information Technology for Economic and Clinical Health Act of 2009 (“HITECH”), and their implementing regulations, including the HIPAA Privacy Rule and the HIPAA Security Rule.

The HIPAA Privacy Rule provides privacy protections for PHI held by entities such as Summit Health and sets forth, in detail, patients’ rights with respect to their PHI. The HIPAA Security Rule



requires covered entities and their business associates that use PHI to use administrative, physical, and technical safeguards to assure the confidentiality, integrity, and availability of electronic PHI.

Summit Health has several policies and procedures in place to address these privacy and security requirements. All personnel receive training on HIPAA requirements and are expected to obey these requirements and keep PHI confidential during its collection, use, storage, and destruction. Summit Health personnel are not permitted to access, obtain, disclose, or discuss PHI without written authorization from the patient or their legal representative, unless necessary for treatment, payment, or healthcare operations or as required by law.

## **VI. COMPLIANCE WITH OIG GUIDANCE**

The Compliance Officer and/or the Compliance Officer's designee shall regularly review relevant OIG Fraud Alerts, Advisory Opinions, Compliance Guidelines, the current OIG Workplan, and similar OIG guidance to determine potential compliance issues for Summit Health. The Compliance Officer shall take appropriate action to ensure that Summit Health discontinues and corrects problematic conduct identified by OIG and take reasonable action to prevent such conduct from recurring in the future.

## **VII. GOVERNMENT INVESTIGATIONS, SUBPOENAS, and AUDITS**

It is the policy of Summit Health to fully cooperate with federal and state authorities in any investigation. The Compliance Officer, or if the Compliance Officer is unavailable, the Chief Legal Officer, shall be notified of the arrival of any agent or representative of a state or federal authority, who shall be asked to present identification or credentials and any search warrant. Such persons shall be asked to await arrival of the administration representative contacted, but no interference with the agent or representative shall occur. Summit Health personnel shall not destroy or hide any documents or records, give any false or misleading statements, or encourage anyone else to do so, but may decline to answer questions until they have consulted with the General Counsel or counsel of their choice. Any such investigation shall be considered confidential. The Compliance Officer shall be notified regarding all non-routine communications from federal or state regulatory authorities.

### **A. REQUEST FOR INTERVIEWS**

An interview of Summit Health personnel may be requested by a government official, representative, investigator, or other individual acting on behalf of the government. Summit Health personnel are free to speak with government representatives as they wish. However, if they choose to be interviewed by a government representative before calling the Compliance Officer, he or she should contact the Compliance Officer as soon as possible after the interview. Summit Health

personnel are encouraged to take notes during the interview. The Compliance Policy described above contains additional information regarding government requests for interviews.

## **B. DEMAND FOR DOCUMENTS**

A government official, representative, investigator, or other individual acting on behalf of the government may arrive at Summit Health with written authority seeking documents. This authorization may come in the form of a demand letter, subpoena, or search warrant. Summit Health personnel should notify the Summit Health Compliance or Legal Department. If contact is not made, personnel should immediately notify the Administrator on-call. Once there has been notice of an investigation, the destruction portion of any policy on record retention is suspended and NO documents may be destroyed or altered until notified otherwise by Summit Health's General Counsel. If a government official, representative, investigator, or other individual acting on behalf of the government presents a valid search warrant and identification, Summit Health personnel must understand that government official, representative, investigator, or other individual acting on behalf of the government have the authority to enter the premises, to search for evidence of criminal activity, and to seize those documents or items listed in the warrant. No individual shall interfere with the search and must provide the documents or items sought in the warrant. The Compliance Policy described above contains additional information on these types of government demands.

## **VIII. CONFLICTS OF INTEREST**

Summit Health personnel must exercise the utmost good faith in all transactions which touch upon their duties and responsibilities for, or on behalf of, Summit Health. Even the appearance of illegality, impropriety, a conflict of interest, or duality of interest can be detrimental to Summit Health and must be avoided. The Summit Health Compliance Policy on *Conflicts of Interest* applies to all personnel.

Personnel should not place themselves in a position where their actions or the activities or interests of others with whom they or with whom a member of their immediate family may have a financial, business, professional, family, or social relationship that could be in conflict with the interests of Summit Health or its subsidiaries.

Examples of conflicts of interest include:

- A direct or indirect interest in any transaction which might in any way affect an employee's objectivity, independent judgment or conduct in carrying out his or her job responsibilities.
- Conducting any business or performing any services for another individual or company while at work.
- Using Summit Health property or other resources for outside activities.
- Direct or indirect involvement in outside commercial interests, such as vendors,



physicians, patients, competitors, or others having a business relationship with Summit Health, which could influence the decisions or actions of an employee performing his or her job.

- Using or revealing outside Summit Health any confidential or proprietary information concerning Summit Health.
- Using for personal gain confidential or “insider” information obtained as a result of their employment with Summit Health.

Summit Health personnel are required to disclose any situation that creates an actual or potential conflict of interest to their supervisors, Human Resources, or Summit Health’s Compliance Officer. In some situations, a waiver may be obtained only when full disclosure and appropriate reviews are made, and approval is granted. Violations of conflict of interest policies are subject to corrective action, up to and including immediate dismissal. If appropriate under the circumstances, Summit Health may seek to recover damages or improperly received gains and/or encourage prosecution for potential criminal offenses.

## **IX. EMPLOYMENT**

Summit Health strives to provide a workplace environment that is in full compliance with all applicable employment-related laws. Summit Health desires to maintain a safe and healthy work environment for both its patients and its personnel. Summit Health strictly prohibits workplace violence, threats of harm, and any kind of harassment of its personnel.

Summit Health provides equal employment opportunities to all employees, prospective and current. Summit Health is committed to complying with all laws and regulations relating to equal employment and non-discrimination matters for all protected classes of employees. Reasonable accommodations will be made for known disabilities in accordance with the Americans with Disabilities Act. Summit Health personnel with questions concerning these guidelines or who are aware of any breach of the Equal Employment Opportunity (EEO) guidelines, should contact the Human Resources Department.

## **X. MONITORING AND AUDITS**

Summit Health shall monitor compliance with this Compliance Program and other Summit Health policies or procedures, via internal audits, and other means. Such monitoring will also be used to evaluate the effectiveness of Summit Health’s Compliance Program.

The Compliance Officer shall ensure that Summit Health implements and follows a regular program of monitoring and auditing appropriately selected processes, practices, and bills to assure continuous compliance with applicable laws, regulations, Summit Health policies, and the requirements of federal and state healthcare programs, and to effectively identify, resolve, and prevent future violations of applicable laws, regulations, and Summit Health policies. When

violations do occur, and, where appropriate, the Compliance Officer shall self-report the violations where required or advisable. The Compliance Officer shall implement and administer such a program of monitoring and auditing in consideration of compliance concerns identified by OIG or other governmental authorities, trade organizations, historical areas of concern at Summit Health, issues associated with high volumes or high dollar amounts, unusual complexity, or confusion. The Compliance Officer shall seek to implement such a program in a cost-effective manner gauged to use resources inside and outside of Summit Health efficiently in the identification of compliance issues. Particular attention shall be paid to medical necessity, anti-kickback, and self-referral issues. Outside counsel and auditors will be engaged periodically as deemed appropriate by the Compliance Officer or Summit Health's Board of Directors.

## **XI. ENFORCEMENT AND DISCIPLINE**

The Compliance Officer shall be responsible for ensuring that the requirements of the Compliance Program are enforced in a consistent and rigorous manner, with appropriate discipline reflecting the seriousness of violations of compliance policies and procedures. Disciplinary action may include termination of employment with Summit Health.

Upon learning of a suspected violation, Summit Health shall promptly investigate to determine whether a violation occurred. If a violation has occurred, Summit Health shall take appropriate disciplinary and corrective action. If the violation results in an overpayment, Summit Health will report and return to the government the overpayment within sixty (60) days after the date on which the overpayment was identified within the meaning of applicable law.